

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

KEYBANK NATIONAL ASSOCIATION,

Plaintiff,

-against-

MONOLITH SOLAR ASSOCIATES LLC, et al.,

Defendants.

Case No. 1:19-CV-1562-
DNH-ATB

**ORDER AUTHORIZING SALE OF KEY EQUIPMENT FINANCE
PORTFOLIO TO SUNLIGHT GENERAL**

UPON the Motion of Daniel Scouler, the Court appointed Receiver herein, dated December 13, 2022 (the “Motion”)¹ seeking an Order approving the sale of certain Receivership Property, consisting principally of certain solar photovoltaic power generating systems, along with all relevant power purchase agreements, interconnection agreements, and any related contracts and real property, currently owned by either Receivership Defendant Monolith Solar Associates LLC or one or more of its subsidiaries (collectively, “Monolith”), to Sunlight General Capital, LLC or one of its subsidiaries (collectively, “SLG”) for the sum of \$3,544,623; and it appearing that the sale is authorized under ¶ 17 of this Court’s Order of Appointment dated December 20, 2019 [Dkt. No. 7] as modified [Dkt. Nos. 30, 96, 336], subject to Court approval, and that the proceeds of sale would benefit the Receivership Estate; the Court finds as follows:

A. The Court has authority to approve the Receiver’s sale of the subject Receivership Property, pursuant to the Court’s broad powers in equity to supervise the Receivership;

B. Proper and sufficient notice of the Motion has been provided. No other or further notice is required, and a reasonable opportunity to object or be heard regarding the relief requested

¹ Capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Motion.

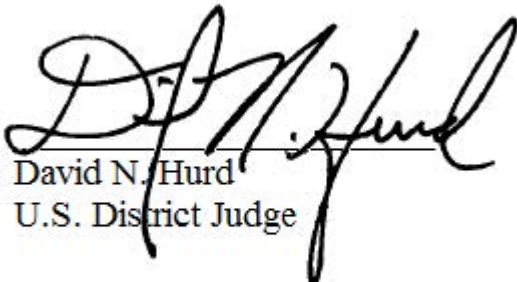
in the Motion and the transactions pursuant thereto has been afforded to all interested persons and entities entitled to notice of the Motion. Objections, if any, to the Motion have been withdrawn or resolved and, to the extent not withdrawn or resolved, are hereby overruled; and

C. Approval of the sale free and clear of liens and encumbrances is necessary in order to facilitate the Receiver's sale of assets and will not prejudice any party with an interest in the subject assets in that each entity with a lien or encumbrance upon the subject assets has consented to the Sale or did not object to the Motion and is deemed to have consented to the Sale.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. The sale of the subject Receivership Property to Sunlight General LLC or its subsidiary, pursuant to the terms set forth in the Scouler Declaration, submitted in support of the Motion, is approved.
3. The City of Albany and the Albany City School District are hereby deemed to have consented to all relevant aspects of the sale and assignment to Sunlight General, on the terms set forth in the Scouler Declaration.
4. The City of Albany and the Albany City School District are hereby estopped from taking any position inconsistent with the representations set forth in the relevant Consent/Estoppel Certificates attached as Exhibits B-1 through B-7 to the Scouler Declaration in any future litigation or other dispute with Sunlight General, as assignee.
5. The Receiver is authorized to take all actions he reasonably deems necessary to consummate the sale as set forth above.
6. Any remaining objections to the Motion or the relief requested therein that have not been withdrawn, waived, or settled are overruled in all respects and denied.

IT IS SO ORDERED:



David N. Hurd
U.S. District Judge

Dated: December 28, 2022